

HE-MAN #11: "TURNABOUT"
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FADE IN:

EXT. ICE MOUNTAINS - GLACIER - DAY

ICE STORMS RAGE around a huge hollow GLACIER. There is a gargantuan cathedral-sized door in front, also made of ice.

INT. ICE MOUNTAIN - ANCIENT AERIE - CONTINUOUS - DAY

UP SHOT of a vaulted ceiling carved out of ice. GREAT STALACTITES hang down like giant glinting spear tips.

TILT DOWN to a LOW ANGLE of the immense foot thick door of solid ice, which abruptly EXPLODES inward, spewing chunks of ice PAST CAMERA. <NOTE: The entire cave is made of ice, including the mineshaft-like beams that support the ceiling.> In strides SKELETOR, HAVOC STAFF still smoking. TRI-KLOPS & TRAPJAW dash past him; then BEASTMAN flies in overhead, riding a GRIFFIN. SKELETOR'S eyes widen to see:

SKELETOR

I've found it!

REVERSE - AT THE FAR END OF THE CHAMBER squats an ancient war machine - the DIAMOND RAY OF DISAPPEARANCE -- <reference old series; I believe it's a sort of box, with a diamond in its center> which is covered in a thick sheath of ice.

DOWN ANGLE PAST THE MACHINE as the Evil Warriors approach.

SKELETOR

The Diamond Ray of Disappearance!

TRI-KLOPS

"Possessing the power to instantly eradicate anything in its path!"

TRAPJAW

Whoa. No wonder the Elders hid it away.

SKELETOR

(sneers) They were fools not to use it!



CLOSER ON SKELETOR - approaching and eyeing his prize.

SKELETOR
(giddy, sinister) But I will!
(impatiently)
Well, dig it out, Trapjaw. I've got a kingdom to
destroy!

Only before TRAPJAW can make a move, a SIZZLING BLAST hits the ground right in front of him, KNOCKING him back.

TRAPJAW
Wha-?!

SKELETOR whips around to SEE: IN DRAMATIC SILHOUETTE -- HE-MAN out front, a few feet back stand TEELA, MAA, BUZZ-OFF & RAM-MAN, shoulder-to-shoulder. They stand at the half-way point of the chamber. MAA lowers his WRIST CANNON, fresh from lobbing the shot that knocked back Trap-Jaw.

HE-MAN
Went to a lot of trouble to find a machine that's
broken, didn't you Skeletor?

SKELETOR sneers - but then his sneer fades. Arches an eyebrow at the machine --
unsure.

SKELETOR
What do you mean broken?

HE-MAN snaps a massive STALACTITE off the ceiling...winds up & hurls it, sending it spinning like a hammer-throw -- WHOOSH!

AT CEILING LEVEL - THE STALACTITE slices clean through other stalactites. The thick, icy spikes fall like missiles-

WIDE DOWN SHOT - SKEL & the WARRIORS jump aside in alarm as the sharp stalactites pierce the ice sheet, which shatters like glass ...and then the rest of the stalactites pulverize the ancient machine to bits.

HE-MAN stand there, cool as you please. Teela eyes him, impressed.

HE MAN
(shrugs) See...Broken.



ANGLE PAST SKELETOR, staring at the wreckage, distraught, then furious. He raises his Havoc Staff around to fire.

SKELETOR
(then) Two can play at this game!

But instead of blasting at the Masters, he tips the staff up toward the ceiling and blasts away.

THE SEARING BEAM STRAFES the ice ceiling which fissures and CRACKS with the DEEP RUMBLE of a CALVING GLACIER.

[CAMERA SHAKE] ON HE-MAN AND TEELA, staggering to and fro.

TEELA
I...think we've got a problem.

HE-MAN looks off in the Evil Warriors' direction & shouts:

HE-MAN
Everybody, down!

WIDER as the Masters hit the dirt. The Griffin, bearing the weight of Skeletor & Co., flaps just above the QUAKING CHAMBER FLOOR, barely missing them as it swoops THRU SHOT. – At the same time, SKELETOR fires his staff at an icy pillar, that helps support the cave.

SKELETOR
<cackling>

WIDE as the Griffin soars away out the doorway of the cave, maybe 50 yards way.

CLOSE ON HE-MAN, still prone. He looks up in alarm to see: the ICY SUPPORT PILLAR, wide as a subway tunnel, keeling over. HE-MAN leaps to his feet, jams his arms straight up, and catches the column before it can crush his comrades!

HE-MAN
<effort grunt>

WIDE - He-Man tilts the pillar back upward, using it to prop up the ceiling dome even as it CRACKS & begins to fall apart.

HE-MAN (CONT'D)
<bigger grunt> Run!

ANGLE ON MASTERS as they trade looks of uncertainty about leaving He-Man behind – until MAA nods and they run off.

ANGLE FROM FRONT OF CHAMBER as Teela, MAA & Ram-Man sprint towards CAMERA. In B.G., the ceiling comes down, ala a mine shaft collapsing, in a tableau of COLOSSAL DESTRUCTION, so that we can no longer see He-Man. The MASTERS just miss getting caught in the collapsing ice cave.

EXT. ICE MOUNTAIN AERIE - CONTINUOUS - DAY

As MASTERS leap out of the Aerie's grand portal & tumble down the mountain, WE WIDEN – as with a ROAR, the glacier collapses in on itself, spewing tons of ice and snow after them...SNOW ECLIPSING CAMERA.

DOWN AN INCLINE - MAA, Teela, Buzz-Off and Ram-Man surface from beneath a great blanket of ice shard-strewn snow. As TEELA looks back, concerned: PAN TO the demolished glacier. No chance anybody could get out of that alive.

TEELA
(distracted) He-Man...

MASTERS - gazing up at the ruins in despair. MAA places a comforting hand on Teela's shoulder.

Suddenly - ANGLE ON FRONT OF GLACIER - WHAM! - a GIANT ICE BLOCK explodes outward and then... HE-MAN steps into view.

HE-MAN
(calls)
Weather's a bit nippy, isn't it?

REVERSE as the Masters rush toward him, a joyous Teela and MAA in the lead.

EXT. ICE MOUNTAIN - SOON

THE GROUP HEAD down the icy mountain towards the WINDRAIDER and BATTLEHAWK parked down below. BUZZ OFF hovers, RAM-MAN trudges along.

BUZZ-OFF
(grumbling) Gotta hand it to Skeletor. Things go wrong...he still gets away. Takes a certain kind of 'talent.'

RAM MAN grunts, sarcastically agreeing.

RAM-MAN
(sarcastic) Oh *yeah*. He might even be an okay guy
if he wasn't so evil.

Man-At-Arms stops and arches an eyebrow, intrigued.

MAN-AT-ARMS
Ram-Man, you just gave me an idea.

As MAA moves onward, the other Masters react, puzzled.

RAM-MAN
Ahh...I did?

DISSOLVE TO:

EXT. CASTLE GRAYSKULL - DAY

PUSH IN on the vast mystical CASTLE, as we CUT TO:

INT. GRAYSKULL – CONT.

MAA & HE-MAN stand in the ruined front room of the derelict CASTLE. The SORCERESS stands or floats before them.

SORCERESS
Your plan is a bold one, Man-At-Arms.

MAN-AT-ARMS
Can you help us make it work?

SORCERESS - gestures & a SPHERE OF LIGHT appears. Within it, a tiny GLASS VIAL, appears. He-Man & MAA gaze at it.

SORCERESS
This vessel contains waters from the magical Lake
Vortex...

RIPPLE TO:

EXT. PLAINS OF PERPETUA - DAY (FLASHBACK)

BASILISKS(lizardy/dragony creatures) graze as a TRIO OF GIANT CENTIPEDES slithers by. Suddenly, a HARSH GLOW engulfs the scene. The beasts flee in fear.

LIGHT SUBSIDES to Reveal a misty, mystical LAKE, which swirls like a LIQUID BLACK HOLE.

SORCERESS (V.O.)

...which appears on this plane of existence but once every thousand years.

RIPPLE TO:

INT. CASTLE GRAYSKULL (RESUME PRESENT DAY)

SORCERESS points at the LIGHT SPHERE and the vial of liquid floats into MAA's hands.

SORCERESS

This is the only remaining liquid from the lake. It will do what you propose.

HE-MAN

The challenge will be to attach it to Skeletor.

MAN-AT-ARMS

(nods) I think I have a way.

SMASH CUT TO:

INT. MAN-AT-ARM'S WORKSHOP - ETERNIA - THAT NIGHT

MAA places an ORNATE BELT on a table. The buckle is carved from a CLEAR CRYSTAL. Inside it, the vial of Lake Vortex WATER SWIRLS slowly. TEELA steps over & lifts the belt. ADAM stands by. ORKO floats behind, looking over Adam's shoulder.

TEELA

(skeptical) And...this is the thing that's going to put Skeletor out of business, father?

MAN-AT-ARMS

I hope so, yes.

ADAM

I get it. We make Skeletor wear the belt, he's too embarrassed to be seen outside -- we win!



ORKO

Great idea!

MAN-AT-ARMS shoots a scolding look to Adam, who grins.

MAN-AT-ARMS

No, Orko. That's not how it works, and Adam knows it.

MAA holds up the buckle to Orko, who backs off.

MAN-AT-ARMS (CONT'D)

The mystical liquid will act as a sponge. Every time Skeletor performs an evil act, or even thinks about doing so, he will be weakened.

FAVOR MAA and ADAM -

MAN-AT-ARMS

The only thing left to do is bring Skeletor out in the open.

TEELA arches an eyebrow at Adam.

TEELA

(sarcastic) That's where we come in, "your highness."

ON ADAM'S surprised reaction, we:

SMASH CUT TO:

INT. SNAKE MOUNTAIN – THRONE ROOM – DAY

ANGLE ON DOORWAY, where Evil-Lyn leans, coolly.

EVIL-LYN

You don't really think you finished off He-Man and the Masters, do you?

SKELETOR sits on his throne, petting PANTHOR.

SKELETOR

Of course not. But it should take them weeks to dig out of that icy tomb! And by then I'll--



ANGLE - TRI-KLOPS, staring at a Doomseeker screen.

TRI-KLOPS

--Uh, bad news. Man At Arms' daughter and that wimpy prince are out and about.

SKELETOR seethes at the news. EVIL-LYN looks over & smirks.

EVIL-LYN

"Weeks to dig out?"

SKELETOR shoots her a look as he crosses to the Doomseeker screen. The screen shows Adam & Teela riding SKY-SLEDS, dodging this way & that across a barren landscape. Snake Mountain is visible in B.G. PANTHOR sees them on the screen and GROWLS. Skeletor smiles evilly.

SKELETOR

This day is turning out better than I'd expected.

EXT. FOOTHILLS & CANYONS NEAR SNAKE MOUNTAIN - SECONDS

LATER

ADAM & TEELA race their SKY SLEDS over barren foothills. TRACK - they bank & swoop thru an increasingly narrow canyon between two bluffs. STONE WALLS BLUR as they WHOOSH by us.

ANGLE AT END OF CANYON as Teela pulls up short on her sled. Adam does the same, TURBINES WINDING DOWN. They bob to a halt in mid-air. Neither one seems particularly perturbed.

TEELA

(loud, bad acting) Aren't we getting a little close to Snake Mountain?

ADAM

(bad acting) Don't worry, Teela. Skeletor is probably off licking his wounds.

SKELETOR (O.S., ECHOING)

How wrong you are, Prince Adam.



Adam & Teela look upwards to see: SKELETOR on the RIDGE overhead, in his Battle Chariot, gazing down at them, flanked by Evil-Lyn, Trapjaw & Tri-klops, weapons at the ready.

SKELETOR (CONT'D)

The only wounds suffered will be yours. (gloat)
First rule of battle, never allow your enemy to gain high ground.

ADAM smirks and hooks a thumb, indicating look upward.

ADAM

Like you said.

SKELETOR reacts puzzled, then LOOKS UP, eyes widening to see: ON A PEAK OVERLOOKING THE CANYON - MAA, shouldering a high-tech crossbow. He aims & fires, launching the belt. It opens up like a fishing net as it COMES AT CAMERA.

RIDGE BELOW - the belt zeroes in on Skeletor & hits him in the waist HARD.

SKELETOR

<surprised GRUNT, mild impact>

SKELETOR – tries in vain to yank off the belt.

SKELETOR (CONT'D)

<effort grunts> What is this ridiculous...

TEELA & ADAM zip up on their Sleds to rendezvous with MAA.

ANGLE - Evil-Lyn, Trapjaw and Tri-klops cross to Skeletor.

EVIL-LYN

(smirking) What are you wearing?

SKELETOR

(tugging at the belt) Never mind this... contraption
– destroy them!

BUT THE WARRIORS REACT as suddenly the liquid in the buckle swirls like a tiny maelstrom & a SHIMMERING PURPLE-AND-BLACK AURA expands outward from the buckle. WIDER as the aura engulfs Skeletor. He clutches himself, terrified and pained.

SKELETOR (CONT'D)

<pained GRUNT> What's...happening to me!?

THE WARRIORS stand & watch SKELETOR, wide-eyed. They shrug.

ON PEAK - Adam & Teela hover next to MAA, who mounts his own Battle Hawk, as he looks at the scene below approvingly.

MAN-AT-ARMS

It's working. Let's go.

In b.g THE MASTERS start to take off. In f.g. SKELETOR, writhing under the effect of the PULSATING AURA, points a bony finger in their direction.

SKELETOR

Eradicate them! Urrrh... Tri-Klops --use your --
Aaahhgh!

SKELETOR doubles over as another WAVE OF VORTEX ENERGY hits.

TRI-KLOPS

Sorry, Skeletor. I didn't quite get that. Use my --
what?

TRIKLOPS pivots & fires a powerful beam from his goggles. CAMERA PIVOTS TO:
WIDE ON MASTERS - flying away. Tri-Klops' blast burns past them, wide of the
mark.

BACK ON WARRIORS – TRAPJAW – poised, ready for action.

PUSH IN ON SKELETOR – as a PO'd look crosses his face.

SKELETOR

(pissed off) Take me back.

EVIL-LYN arches a wry, slightly amused eyebrow at the weakened, PO'd Skeletor, as
we...

END ACT ONE





ACT TWO

INT. SNAKE MOUNTAIN - THRONE ROOM - SOON

PUSH IN - a weakened and PO'd Skeletor sits on his throne, in frustration trying to remove the belt. TriKlops stands by, looking helpless. PANTHOR saunters in and looks on puzzled. The BUCKLE'S CONTENTS SWIRL SLOWLY, like a motor idling. Skel stops tugging, then raises his head, weak & PO'd.

SKELETOR

<frustrated GRUNTS> Too weak...to even remove this grotesque binding.

TRI-KLOPS

Here...Let me try.

WIDER- As Tri-Klops steps back and before a wide-eyed Skel can say anything, uses a GAMMA BLAST & BLASTS away at the belt. ADJUST ANGLE - SMOKE clears. No luck. SKELETOR rises weakly from his throne. As his ire builds, the buckle emits a VORTEX WAVE and Skeletor suffers a depleting paroxysm.

SKELETOR

You inept tinkerer! I ought to--<pained aggh!>
(irritated) Call the others. There must be a way to get this horrid thing off of--<pained Arrrgh.>

The BELT really whacks him this last time. His knees buckle & he grabs onto the arm of his throne. Tri-klops eyes him.

INT, SNAKE MOUNTAIN – THRONE ROOM - SOON

(SKELETOR'S POV) - as TRAP-JAW looms over CAMERA.

TRAP-JAW

One belt removal, comin' up.

REVEALS that Trap-Jaw has his pincer ready to snip the belt (not the buckle.) Skel is standing in front of his throne.

SKELETOR

Hurry, you metallurgical -- Arrrgh!

Trap-Jaw SNAPS his claw onto the belt & grimaces, straining as he squeezes. Then a FORCE FIELD-like energy coming from the belt, ZAPS him, repelling him O.S.

TRAP-JAW (PARTIAL O.S.)

<building grunt; impact grunt>

SKELETOR sits back on his throne, looking miserable. PANTHOR beside him, looks at him sympathetically.

EVIL-LYN enters & conjures up with her staff:

EVIL-LYN
Forces of Nature, Tumult Bring,
Annihilate, this Loathsome Thing!

THE STAFF shoots out a LIGHTNING BOLT, nearly electro-cutting Skeletor. PANTHOR wears a "that's gotta hurt" look.

SKELETOR
Eyyyaagghhhh!

EVIL-LYN - stops the lightening onslaught. She shrugs.

SKELETOR, pained, looks down. The belt's just fine, thanks.

BEASTMAN rides in on a PAREK-NAAR, a giant alligator-rhinoceros. He dismounts & gloats:

BEASTMAN
My pal here can crush anythin'!

THE PAREK-NAAR drools over Skeletor, looking menacing with its slathering jaws and multiple horns. It <GROWLS>. PANTHOR eyes it warily. But before it can even strike, the BUCKLE starts to throb, ENERGY coursing off it, menacingly. PAREK-NAAR's eyes go wide. It turns & skitters out of the throne room like a frightened puppy <WHIMPER-WHIMPER>.

EVIL-LYN shoots a derisive look at BEASTMAN, who looks embarrassed.

SKELETOR grabs his HAVOC STAFF and aims it at his Warriors, who COWER. But instead of shooting out a zap, a feeble TRICKLE OF SPARKS dribble off its tip, while at the same time the belt ZAPS Skeletor again.

SKELETOR
You have all failed me! And for that, you shall--
<pained Arghh>

The cowering Beastman looks down at himself and puzzles.

BEASTMAN

Hey. That didn't hurt at all.

As the others look puzzled, Evil-Lyn "gets it" and smirks.

EVIL-LYN

(sottos)

His power is dwindling to nothing.

SKELETOR weakly slumps in his throne, eyes the Staff with annoyance, then chucks it aside.

Beastman and Trapjaw stifle a few snickers.

BEASTMAN AND TRAPJAW

<stifled snickers>

TRIKLOPS punches a signal on his wrist control. A DOOMSEEKER zips over to Skeletor – hovers near his midsection – SCANS with a MAGNIFYING RAY, REVEALING a tiny CRACK in the BUCKLE.

TRI-KLOPS

I thought so. We did manage to damage it.

THE DOOMSEEKER extrudes precision pincers & plucks away the fragment...even as the crack in the buckle seals itself, ("T2" style) VWOWP! TRACK THE DOOMSEEKER as it glides over, holding out the shard to Tri-Klops, who examines it. The FRAGMENT GLISTENS with a tiny DROP OF VORTEX WATER.

TRI-KLOPS (CONT'D)

Some sort of liquid. I'll do an analysis and--huh?

TRI-KLOPS reacts as MAGIC FX shoot over and bathe the shard....REVEAL EVIL-LYN - as she enters, waving her wand -- the source of the magic FX.

EVIL-LYN

(smug) Already done. (to Skeletor) A magic liquid powers the belt, which feeds on your evil thoughts and deeds and turns them against you!

WIDER - as Skeletor carefully rises.

SKELETOR

(aghast) Are you saying...that I can never scheme again? Never lay waste to a village or torture an enemy?



Evil-Lyn nods with a sly smile. Beastman scratches his head.

BEASTMAN

Yep... Sure sounds like it.

SKELETOR rails at the heavens, pacing in front of his thugs.

SKELETOR

No! I shall defeat this accursed contrivance! I shall triumph if it is the last thing I – unhh...

A bone-rattling, VORTEX WAVE envelops Skeletor. He doubles over in pain. TrapJaw shrugs, finishes the line for him.

TRAP-JAW

--Do?

INT. MAN-AT-ARM'S WORKSHOP - ETERNIA - DAYS LATER

MAA sits at his work bench, tinkering, as TEELA & ADAM enter.

TEELA

There's been no sign of Skeletor for days, father.

ADAM

Looks like your belt did the trick.

MAA looks up, arches a thoughtful eyebrow.

MAN-AT-ARMS

I wouldn't be too sure. Skeletor has a knack for surviving defeat.

INT. SNAKE MOUNTAIN - THRONE ROOM - NEXT MORNING

SKELETOR sits, sipping a DRINK with pinkie extended. AT THE DOORWAY - Evil-Lyn appears as Skeletor beckons "cheerily."

SKELETOR

Ah, Evil-Lyn. Do come in.

As EVIL-LYN crosses OS to join Skeletor, CLAWFUL and WHIPLASH enter thru the door behind her. They react incredulous as they hear:

SKELETOR

Are you doing something different with your nails?
The color is very becoming.

EVIL-LYN - flattered, holds out her nails.

EVIL-LYN
Actually, I just blended some Tovaberries with a
touch of --(catches herself) Wait a minute.

CLOSER as Evil-Lyn eyes him, realizing & relishing. As she speaks, he stares ahead, not making eye contact.

EVIL-LYN
You're trying to fool the belt. You think that if you
pretend to be "nice," it won't weaken you.

SKELETOR smiles nervously.

SKELETOR
(lying, cloyingly) Pretend? Who's pretending? I *am*
nice. In thought and in deed.

Clawful and Whiplash step up behind them.

WHIPLASH
So if he gets mad, that thing hurts him?

EVIL-LYN
(smirks) Exactly. (eyeing Skeletor) He simply can't
react -- not even if we really *really* annoy him.

As she says this she scrapes her LONG FINGERNAILS on the side of Skel's boney throne, like chalk on a blackboard-- which puts SKELETOR's nerves on end. CLAWFUL & WHIPLASH snicker. SKEL seethes; in reaction to his anger, the belt ZAPS him.

SKELETOR
Stop that! Or I'll-- Agggh!

Evil-Lyn keeps scratching -- admonishing him like a child.

EVIL-LYN

(sing song) Didn't say 'please!'

SKELETOR

(thru gritted teeth) Please.

O.S. HURRIED FOOTSTEPS. SWISH PAN TO TRI-KLOPS scurrying in with a harness of leather, straps and clasps.

TRI-KLOPS

You're gonna like this, Skeletor.

SKELETOR eyes the contraption that the proud TRIKLOPS holds.

SKELETOR

What sort of inane abomination is that supposed to -- <zapped> Abggggnh! What I mean is: Another inspired invention, Tri-Klops?

SKELETOR quickly eyes his own belt warily, pets it, strokes it, smiles at it, as if to calm it down. TRI-KLOPS goes on:

TRI-KLOPS

That belt punishes you for being Evil, right? So I've built a device that does the opposite. One that'll turn He-Man's Good against him!

Skeletor brightens, stands upright, arms raised, bellowing, until... ..the BELT JOLTS HIM again, hard.

SKELETOR

Yes. Excellent! (stands) He-Man will suffer agony that is beyond imagining! <cackles, then pained arrgh!>

EVIL-LYN arches an amused eyebrow.

EVIL-LYN

Kind of like that.

INT. MAN-AT-ARM'S WORKSHOP - ETERNIA - DAY

CRINGER lays there, watching something OS, his head going this way then that (ala watching a tennis match.)

PAN TO REVEAL - ADAM & TEELA are doing some Eternian arm-wrestling at a work bench. Each hold a crystal -- which is "connected" by a "tether ray" to the other's crystal.



TEELA uses her crystal & attached ray to push ADAM's arm down one way, then ADAM struggles & gets her on the ropes...as arms go the other way..and then TEELA gets the upperhand again.

ADAM AND TEELA (PARTIAL OS)

<straining GRUNTS>

TEELA – with a final effort, Teela finally pins him.

TEELA

<building grunt> Ha! I win! < rubs her hand> A He-Man you're not.

ORKO unthinkingly and excitedly starts to beg to differ, until MAA shoots him a withering glance and he clams up.

ORKO

Actually--unnnhhh--heh

ON DOOR - RAM-MAN SLAMS it open, snapping it off its hinges. MEKANEK follows him in.

RAM-MAN

One of our patrols just got back from the mountains. Village of Felis Qadi's <note: pronounced FEHH-liss Kah-DEE> under attack!
<then> Uh, sorry about the door.

MAA & TEELA trade looks of concern & head for the door. TEELA looks back, but ADAM'S already gone. TEELA shakes her head incredulous as she hurries off with MAA, Ram Man and MEKANEK.

INT. DIFFERENT PART OF WORKSHOP – CONT.

ADAM ducks around an isolated corner of the workshop (Cringer accompanies him) whips out his sword and raises it above his head and TRANSFORMS into HE-MAN!

ADAM/HE-MAN

By the Power of Grayskull/I have the power!!

HE-MAN zaps CRINGER into BATTLECAT -- who rears up & ROARS -- as He-Man jumps on his back and they race off out a widow.

EXT. MOUNTAIN VILLAGE OF FELIS QADI- SOON

<AS SEEN IN EPISODE #10> AN EXOTIC, LUSHLY LANDSCAPED, PRIMITIVE VILLAGE NESTLED BETWEEN CRAGGY MOUNTAINS (THINK ETERNIAN VERSION OF AFRICAN-MEETS-POLYNESIAN). THE QADIANS ARE HUMANOID FELINE CAT-PEOPLE.

TEELA, MAA, MEKANEK & RAM-MAN land in the village square, riding BATTLE HAWKS. BUZZ OFF flies in on his own. In the surrounding area, rough-hewn huts. Several QADIAN VILLAGERS stagger thru the ruins.

NEAR A BUILDING, HE-MAN kneels, helps to prop up a dazed & wounded CARNIVUS, the village leader. MAA & the Masters hurry over.

MAN-AT-ARMS

He-Man! (covering) How...fortunate that you're here.

HE-MAN

Happened to be in the area.
(to Carnivus)

Tell them what you told me, Carnivus.

CARNIVUS

There was a great darkness. It came out of the clouds! And then -- they attacked!

MEKANEK

Who?

Staring past Mekanek, Carnivus's eyes go wide. His jaw quivers in wordless terror. He points. Suddenly, a LOW BUZZING FILLS THE AIR and BUILDS.

OTS MASTERS - gathered behind He-Man, they turn as a group and look PAST CAMERA, reacting to what they see O.S.

ON SKY - A GREAT BLACK CLOUD parts the surrounding cumulus formation of white clouds. It's not a storm, but a SWARM OF ARTHROS (think flying insect crabs)! They swarm towards camera, ominously, hard-shelled wings whirring.

MAN-AT-ARMS

A swarm of Arthros!

HE-MAN & MASTERS draw their weapons. The ARTHROS swoop down.

HE MAN

Beastman's doing, no doubt!

>MAA FIRES his WRIST CANNON, SCATTERING a wave of Arthros.

>RAM-MAN, MEKANEK & BUZZ-OFF fire BLASTERS at another swarm.

>PAN with TEELA – as she bolts across the square with an angry horde closing fast on her.

TEELA suddenly uses her COBRA STAFF to vault over a wall...

OTHER SIDE OF WALL – landing and crouching behind it, Teela hears SPLATITY-SPLAT-SPLAT! ADJUST ANGLE - as Teela looks over the top and gazes down on: THE ARTHROS lie on their backs, stunned, legs wagging.

CUT TO: HE-MAN sees another SWARM headed toward a knot of QUADIAN VILLAGERS huddled in a corner. IN QUICK CUTS:

> ...He-Man bounds forward, jumps...

> ...lands on an "oxcart" buckboard, uses it as a springboard, does a flawless somersault overhead...

> ...and lands on a low rooftop. He cuts the ropes binding an AWNING, leaps off the roof...

> And, stretching the awning like a backstop, snares the incoming aerial armada, protecting the frightened villagers.

IN THE SKY - A DOOMSEEKER moves in, hiding among the swarm. It seems to be looking for something.

DOOMSEEKER POV – as it spots He-Man.

DOOMSEEKER panel opens, as a MINI-BAZOOKA EXTRUDES – aims and FIRES -- LAUNCHING Tri-Klops' harness device.

TEELA, climbing back over the wall she took cover behind, looks up and shouts:

TEELA
He-Man!

HE-MAN looks up, but too late. The HARNESS slams into place around his breastplate & shoulders like a straight jacket--

HE-MAN
<surprised grunt>

As the HARNESS courses energy over He-Man's torso, he drops to one knee, weakened and confused.

ON TEELA – fighting off another swarm, looks OS at He-Man. And on her worried reaction, we...

END ACT TWO

ACT THREE

EXT. MOUNTAIN VILLAGE OF FELIS QADI- CONT.

HE-MAN on one knee, on the ground, the harness tightening around him, as he struggles to no avail to remove it.

HIGH ANGLE - SKELETOR, EVIL-LYN, TRI-KLOPS & TRAPJAW (riding TERRORDACTYLS) & BEASTMAN (on a GRIFFIN) burst thru the clouds.

SKELETOR
(shouting) Turnabout is fair play, He-Man!
Henceforth you will-- (belt zaps him) Urrgghh!
(frustrated, barks at Evil-lyn) *You* tell him...

EVIL-LYN smirks at Skeletor and takes up the explanation:

EVIL-LYN
(shouts) Henceforth, you will suffer for each gallant act. Persist and your good deeds will be the end of you!

SKELETOR - as he gives an approving nod to Evil-Lyn.

HE-MAN weakly sits up on one knee. A HOLLOW AMULET in the center of the harness contains the lone Vortex drop, which swirls a BLUE-WHITE VORTEX GLOW (vs. purple and black).



ACROSS THE SQUARE – TEELA - a swarm on her heels, races in to join Buzz-Off, Mekanek and MAA who are back-to-back, encircled by and blasting away at a BUZZING SWARM.

TEELA
He-Man's in trouble.

MAA glances OS, grim and nods. But they've got the deadly swarm to deal with.

CUT TO: HE-MAN - on one knee, strains to pull off the harness. It won't budge, when he hears an OS scream.

QADIAN WOMAN (O.S.)
<scream>

He-Man turns to see: A QADIAN MOTHER & her DAUGHTER cowering in a doorway. In B.G., the Arthros swarm heads for them.

He-MAN tries to go to their rescue, but a massive JOLT from the harness staggers him and he falls to his knees in pain.

SKELETOR hovering – he cackles.

RAM-MAN – nearby, swatting Arthros out of the air, sees the danger the Qadian Mother and Child are in...and He-Man's plight. TRACK HIM - as he hurries to the rescue.....when a volley of GAMMA VISION BLASTS rain down from above. One SHOT clips his shoulder, spinning him. He drops.

UP ANGLE - TRI-KLOPS, in flight, taps his visor in a snide salute.

OTS QADIAN MOTHER & CHILD – terrified, the Arthros are getting closer!

QADIAN MOTHER
Help us!!

HE-MAN struggles to his feet with herculean effort and breaks into an agonizing run. Every footfall results in another WAVE OF SUFFERING. It's like slogging through electrified tar. Desperate, he leaps O.S., leaving a TRAIL OF VORTEX ENERGY. ®

THE MOTHER & CHILD gape as He-Man lands in front of them, just as the Arthros attack. He-Man takes the brunt of the assault, swatting them with his FISTS despite repeated JOLTS from the harness.

HE-MAN (CONT'D)

<landing grunt, several swinging effort grunts,
building in agony>

WIDE - Arthros pummel He-Man like machine gun bullets. Finally, the barrage ceases.

The quivering QUADIAN MOTHER & CHILD gaze up at He-Man's back. He lowers his shield, turns and drops, limp.

TEELA and MAN-AT-ARMS rush over to He-Man.

IN THE SKY - SKELETOR swoops around on his Terrordactyl, with Evil-Lyn & TrapJaw flanking him. He's witnessed all this.

SKELETOR

He-Man defeated! This is the most delightful day
of my- <zapped, PAINED GRUNT>

TRAPJAW

(shrugs) –Ah life?

ON THE GROUND - HE-MAN, cradled in Teela's arms. His eyes open. He defiantly shouts in a hoarse voice:

UP ANGLE ON EVIL WARRIORS, all flabbergasted.

ON BEASTMAN'S signal, another SWARM OF ARTHROS gather to attack.

AT GROUND LEVEL, Teela tugs at He-Man. The Arthros are poised to attack -- BUZZING louder in expectation.

MAA hurries in & grasps Teela's arm. With a reluctant last look, they hurry off. HOLD ON HE-MAN as he struggles to get up & rip off the harness. His efforts only weaken him further as BLUE-WHITE WAVE after WAVE washes over him. He falters.

IN THE SKY - BEASTMAN surrounded by a swarm of ARTHROS -- as other ARTHROS gather.



ON GROUND - HE-MAN, face contorted in agony as he tries to rip off the harness.
BLUE WHITE energy courses over him.

HE-MAN
<weakening groans> The harness...I can't --

ON HE-MAN - as the TRANSLUCENT FACE of THE SORCERESS SUPER-IMPOSES over his face.

SORCERESS
You can, He-Man. And you must. Reach deep.
Trust that the good within you can never be drained
from your being!

IN THE SKY - BEASTMAN makes a sharp gesture. In response, the THRONG dives,
DRONING like an armada of fighter jets.

CUT TO: THE MASTERS they react to the SOUND as they herd the last of the
VILLAGERS into a thick-walled silo.

CUT TO: SKELETOR, still hovering in mid-air, gazes down expectantly.

CUT TO: HE-MAN, with stupendous effort, grabs the harness again & pulls with all his
strength. Veins bulging. Arms shaking. WAVE AFTER AGONIZING WAVE
PUMMELS HIM.

HE-MAN
<building effort cry>

CUT TO: OVERHEAD, the SWARM gains THROUGH SHOT. Living missiles.

CUT TO: HE-MAN strains beyond human endurance...until the HARNESS emits a
PIERCING FEEDBACK SHRIEK, building, overloading – then suddenly BURSTS off in
fantastic release of magical energy and hurtles skyward at the oncoming horde.

HE-MAN
<yowl of release>

THE SPARK-SPEWING HARNESS spirals up, then, WAAAAHHM! The AIR
BURST sends searing MYSTIC RIPPLES in all directions, scattering the horde of winged
vermin.

CUT TO: SKELETOR - as the SPARKING, RIPPLING SHOCKWAVE hits him, smacking him off the <SCREECHING> TERRORDACTYL, SHREDDING his clothes - sending him hurtling OS.

SKELETOR (PARTIAL OS)

<impact CRY!> <hurtling CRY!>

CUT TO: THE EVIL WARRIORS, on their hovering mounts which get hit by the shockwave & tumble away like leaves in a tornado.

EVIL-LYN /BEASTMAN/TRI-KLOPS/TRAPJAW

<cries of pain, surprise and fear>

ON THE GROUND - THE MASTERS squint into the WHITE LIGHT. THE SMOKE OF BATTLE PARTS, revealing HE-MAN. They hurry over to him. (Buzz Off flies, the others run.)

BUZZ-OFF

You're still in one piece.

HE-MAN

So it would appear.

Then He-Man hears a faint, plaintive cry in the near distance, from thru the smoke, maybe 30 yards away.

SKELETOR (O.S.)

(near-distant call) Help...! Someone. Help...!

HE MAN clenches his jaw and directs the others:

HE-MAN ventures into the smoke, towards the voice.

EXT. EDGE OF CLIFF – CONT.

SMOKE. GUSTS OF WIND. He-Man emerges from the smoke to find he's near a windy cliff's edge. He looks down.

DOWN ANGLE - SKELETOR clings to the cliff's edge with his bony left hand. His tattered garments flutter in the wind. The Vortex belt is a wreck, shredded and destroyed.

SKELETOR

(pathetic) He-Man! Save me!

REVERSE - HE-MAN considers. His eyes narrow as he sees the wrecked belt.

HE-MAN

Without that restraining device, you'll only bring more pain and misery into the world.

SKELETOR looks up – pathetic, pleading.

SKELETOR

You wouldn't...just let me perish---

HE-MAN - clenches his jaw.

Skeletor begins to lose his grip on the cliff's edge.

SKELETOR

(pathetic) I can't hold on much longer...

CLOSE ON HE-MAN – he has to make a decision.

CLOSE ON SKELETOR'S HAND - the brittle cliff edge he's gripping gives way...and he starts to plummet....when like a shot --HE-MAN's hand reaches down and grabs hold:

SKELETOR

<relieved CRY>

HE MAN has SKELETOR and is pulling him up. As HE-MAN speaks, REVEAL Skeletor has his Havoc Staff clutched in his right hand, which he shoves into He-Man's gut & BLASTS HIM O.S.

HE-MAN

You'll spend a lifetime in the Eternian dungeon for your--<sharp pain grunt>

SKELETOR

Mustn't make promises you can't keep, He-Man!
<cackle>

HE-MAN has fallen back onto the ground, momentarily dazed.

SKELETOR hears footsteps, looks over alarmed to see: THE MASTERS come charging out of the smoke, towards the cliff, weapons drawn.

WIDE - as Beastman suddenly swoops down on his Griffin, yanks Skeletor up onto the back of the Griffin, which flies off.

SKELETOR

<Cackles>

THE MASTERS dash over to He-Man and help him to his feet.

TEELA

We'll get them!

PUSH IN ON HE-MAN -

HE-MAN

No. (beat) We've seen enough of Evil's face today.
Let's stay where we can do the most good...(points
OS)-- here, with the helpless and the injured.

MAA nods. Teela frowns, but nods reluctantly. As they follow He-Man back towards the Village, CAMERA CRANES UP. The CLOUDS beyond the cliff PART as luminous BEAMS OF SUNLIGHT break through.

DISSOLVE TO:

INT. MAN-AT-ARM'S WORKSHOP - THAT NIGHT

Man-At-Arms enters his darkened lab and finds Adam gazing out a window at the stars. MAA approaches.

MAN-AT-ARMS

You missed dinner tonight, Adam. Something troubling you?

ADAM

Guess I'm angry with myself... over falling for Skeletor's trick!

MAA looks at ADAM with affection & clasps a fatherly hand on his shoulder.

MAN-AT-ARMS

You saved Skeletor because you could do nothing else. Because you have a good heart.

ADAM

(glum) Hooray for me.



MAN-AT-ARMS

Consider this: That device I made was, in the end, useless against Skeletor. He-Man's goodness will always be a more effective weapon than any I could ever devise.

ADAM

(considers, smiles wistfully)...I guess.

MAA smiles and heads OS, as ADAM continues gazing out the window. PUSH OUT the window, into the darkness...

EXT. SNAKE MOUNTAIN - NIGHT

CAMERA WHOOSHES THRU DARK, EVIL MISTS towards Skeletor's mountain stronghold, as we CUT TO:

INT. SNAKE MOUNTAIN - TORTURE CHAMBER - NIGHT

Skeletor, back to normal, paces to and fro on a wooden catwalk, speaking up at someone O.S.

SKELETOR

So, you enjoyed yourselves, eh? Mocking me, laughing at me. Funny, I don't see anyone laughing now!

A WIDE SHOT finds Evil-Lyn, Tri-Klops, Trap-Jaw, Beastman, Whiplash and Clawful, hanging upside down, suspended by chains on their feet over a BUBBLING CAULDRON. SNAKES writhe inside the cauldron.

TRI-KLOPS

Forgive us, Skeletor!

EVIL-LYN

Have mercy!

SKELETOR stops pacing, considering.



SKELETOR
Mercy, eh? (sly) You didn't say "please."

INCLUDE EVIL WARRIORS – terrified, pleading.

EVIL WARRIORS (IN UNISON)
Please!!

SKELETOR taps his chin, pondering, then smiles evilly.

SKELETOR
I...think not.

SKELETOR zaps a pulley like control, as we hear the chains starting to lower. He rocks back on his heels CACKLING.

SKELETOR
<maniacal cackling>

EXT. SNAKE MOUNTAIN - CONTINUOUS - NIGHT

CAMERA PULLS BACK from the spooky fortress, as we...

EVIL WARRIORS / SKELETOR (O.S.)
<cries of pain>/ <evil cackles>

FADE OUT.

THE END*

